

TORONTO STOCK EXCHANGE

28/12/72.

FILED, FEBRUARY 2, 1973.

O'BRIEN GOLD MINES, LIMITED (No Personal Liability)

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

Previous Filing Statement No. 1849 is amended as follows -

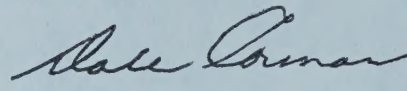
1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<div>(a) Change in control of the Company resulting from the sale by The Clarkson Company, as agent, of 2,281,509 shares of the Company at an approximate effective price of 2.5¢ per share. The purchaser, A.D.N. Resources, is an Ontario partnership comprised of three equal partners: Mr. V. Noble Harbinson, Mr. F. Dale Corman and Mr. Allan B. Block, 21 Dale Avenue, Toronto, Ontario. The transaction was completed on December 18, 1972.</div> <div>(b) Changes in board of directors and officers (See item 3 below)</div> <div>(c) Acquisition of working option in 12 unpatented mining claims in Clermont Township, Quebec (See items 11 and 12 below)</div>																																						
2. Head office address and any other office address.	<div>Head Office: City of Montreal, Quebec</div> <div>Executive Office: Suite 607, 80 Richmond Street West, Toronto, Ontario</div>																																						
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<div>BOARD OF DIRECTORS AND OFFICERS</div> <table><tr><th></th><th>Name and Address</th><th>Office</th><th>Occupation</th></tr><tr><td>(i)</td><td>V. Noble Harbinson B. Com., C.A. 10 Benvenuto Place Toronto, Ontario</td><td>President and Director</td><td>Mining Executive and director of a number of Canadian and American mining companies</td></tr><tr><td>(ii)</td><td>F. Dale Corman B.Sc., P.Eng. 5090 Lakeshore Road Burlington, Ontario</td><td>Vice-President and Director</td><td>Geologist</td></tr><tr><td>(iii)</td><td>E. E. Smith, B.Sc. 201 Prospect Avenue Princeton, New Jersey U.S.A.</td><td>Director</td><td>President, Lithium Corporation of America</td></tr><tr><td>(iv)</td><td>John J. Urie, Q.C. 130 Albert Street Ottawa, Ontario</td><td>Director</td><td>Partner, Burke-Robertson, Urie, Weller & Chadwick, Barristers and Solicitors, Ottawa</td></tr><tr><td>(v)</td><td>Air Vice-Marshall J. E. Johnson, D.S.O. D.F.C. The Old Hall, Middle Hambleton, Oakham, Rutland, England</td><td>Director</td><td>Business Consultant</td></tr><tr><td>(vi)</td><td>Peter White, Q.C. 174 Balmoral Avenue Toronto, Ontario</td><td>Director</td><td>Partner, White, Bristol, Beck, Barristers and Solicitors, Toronto</td></tr><tr><td>(vii)</td><td>John B. Sage 51 Winston Grove Toronto 560, Ontario</td><td>Secretary</td><td>Corporate Secretary</td></tr><tr><td>(viii)</td><td>A. George Matthew 1649 Sherway Drive Mississauga, Ontario</td><td>Treasurer</td><td>Corporate Comptroller</td></tr></table>				Name and Address	Office	Occupation	(i)	V. Noble Harbinson B. Com., C.A. 10 Benvenuto Place Toronto, Ontario	President and Director	Mining Executive and director of a number of Canadian and American mining companies	(ii)	F. Dale Corman B.Sc., P.Eng. 5090 Lakeshore Road Burlington, Ontario	Vice-President and Director	Geologist	(iii)	E. E. Smith, B.Sc. 201 Prospect Avenue Princeton, New Jersey U.S.A.	Director	President, Lithium Corporation of America	(iv)	John J. Urie, Q.C. 130 Albert Street Ottawa, Ontario	Director	Partner, Burke-Robertson, Urie, Weller & Chadwick, Barristers and Solicitors, Ottawa	(v)	Air Vice-Marshall J. E. Johnson, D.S.O. D.F.C. The Old Hall, Middle Hambleton, Oakham, Rutland, England	Director	Business Consultant	(vi)	Peter White, Q.C. 174 Balmoral Avenue Toronto, Ontario	Director	Partner, White, Bristol, Beck, Barristers and Solicitors, Toronto	(vii)	John B. Sage 51 Winston Grove Toronto 560, Ontario	Secretary	Corporate Secretary	(viii)	A. George Matthew 1649 Sherway Drive Mississauga, Ontario	Treasurer	Corporate Comptroller
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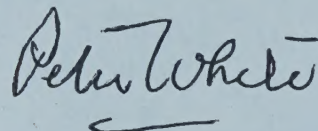
O'BRIEN GOLD MINES, LIMITED
(No Personal Liability)

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
for the TWO months ended NOVEMBER 30, 1972
(unaudited)

Source of Funds	
Interest earned	<u>\$ 5,320</u>
Application of Funds	
Administrative expenses	9,763
Preliminary distribution of capital to shareholders	<u>887,843</u> <u>897,606</u>
Decrease in working capital	892,286
Working capital, beginning of year	<u>929,022</u>
Working capital November 30, 1972	<u><u>\$ 36,736</u></u>

Approved on behalf of the Board:

 Director

 Director

Toronto, Ontario
January 10, 1973

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Under the new management it is the Company's intention to the extent possible to continue O'Brien in the proud tradition it has as a Canadian mining company. In addition, the Company will also attempt to take advantage of opportunities in other business endeavours consistent with the training and business experience of the Company's new management team.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Val-Nor Explorations Limited, 838 Third Avenue, Val d'Or, Quebec; \$2,500 on execution with option payments of \$5,000 and \$20,000 on or before the first and second anniversary dates respectively together with 1% of net smelter returns
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company	Mr. Jean Descarreaux, 189 Champlain Avenue, Val d'Or, Quebec, will receive 10% of the consideration to be received by Val-Nor Explorations Limited. The name and addresses of persons having a greater than 5% interest in Val-Nor Explorations Limited are: Mr. Leopold Pauze, 984 - Sixth Street, Val d'Or, Quebec Mr. Jean L'Houmeau, 838 - Third Avenue, Val d'Or, Quebec Mr. Maurice Fortin, 207 Fisher Street, Val d'Or, Quebec Mr. Honorius Fortin, 85 Foley Street, Val d'Or, Quebec Mr. Ivan Christopher, 52 Sunnyside Crescent, Toronto, Ontario.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	A.D.N. Resources, Suite 607, 80 Richmond Street West, Toronto 1, Ontario
Statement of any other material facts and if none, so state.	There are no other material facts.

DATED January 31, 1973

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.) O'BRIEN GOLD MINES, LIMITED
(No Personal Liability).

"V. Noble Harbinson."

"F. Dale Corman."

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

